

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
WESTERN DIVISION**

In re:)	Case No. 09 B 70332
)	Chapter 11
MODO Exhibits, Inc.,)	Hon. Thomas M. Lynch
)	Hearing Date: Wed., Dec. 24, 2014
Debtor.)	Hearing Time: 9:30 a.m.

NOTICE OF MOTION

To: See attached Service List

PLEASE TAKE NOTICE that on Wednesday, December 24, 2014 at 9:30 a.m. or as soon thereafter as counsel may be heard, the undersigned shall appear before the Honorable Thomas J. Lynch, or any other Judge sitting in his stead, in Courtroom 3100 of the United States Courthouse, 327 South Church Street, in Rockford, Illinois, and then and there present **THE FINAL APPLICATION OF TRUSTEE'S COUNSEL FOR COMPENSATION**, a copy of which is attached hereto and is hereby served upon you.

Dated: December 2, 2014

SMITHAMUNDSEN LLC

By: /s/ William S. Hackney
One of its Partners

William S. Hackney, ARDC No. 06256042
SMITHAMUNDSEN LLC
150 North Michigan Avenue; Suite 3300
Chicago, Illinois 60601
Telephone: 312.894.3200
whackney@salawus.com

CERTIFICATE OF SERVICE

I, William S. Hackney, an attorney, hereby certify that I caused true and correct copies of the attached Notice of Motion and The Final Application of Trustee's Counsel for Compensation to be served upon the attached service list via the Court's electronic filing system and First Class Mail, postage pre-paid, as indicated, on this, the 2nd day of December, 2014.

/s/ William S. Hackney

SERVICE LIST

Label Matrix for local noticing
0752-3
Case 09-70332
Northern District of Illinois
Rockford
Tue Dec 2 13:56:32 CST 2014

Prime Parkway Development, LLC
420 N. Front Street, Suite 200
McHenry, IL 60050-5528

U.S. Bankruptcy Court
Western Division
327 South Church Street
Rockford, IL 61101-1320

ADT Security Services
POB 96175
Las Vegas NV 89193-6175

Accountemps
Div of Robert Half International
Attn: Mary Gonzalez
5720 Stoneridge Drive, Suite Three
Pleasanton CA 94588-4521

Aetna Plywood Inc
Lockbox 774315
4315 Solutions Center
Chicago IL 60677-4003

Always Freight
POB 1888
Fayetteville AR 72702-1888

American Express Travel Related Services Co
c/o Becket and Lee LLP
POB 3001
Malvern PA 19355-0701

Arata Expositions
15926 Tournament Drive
Gaithersburg MD 20877

Atlantic Tape Company
POB 3197
Fayetteville GA 30269-7197

MODO Exhibits, Inc.
4501 Prime Parkway
McHenry, IL 60050-7000

SmithAmundsen LLC
150 North Michigan
Suite 3300
Chicago, IL 60601-6004

(NICOR) Northern Illinois Gas
Attention Bankruptcy & Collections
PO Box 549
Aurora IL 60507-0549

AV Images
7085-C Los Positas Rd
Livermore CA 94551-5116

Accountemps Div of Robert Half Int
Attn: Karen Lima
POB 5024
San Ramon CA 94583-5024

Alfonso Acevedo
1164 S Gunderson
Oak Park IL 60304-2151

American Academy of Physician Assistants
950 N Washington St
Alexandria VA 22314-1534

American Logistics Inc
POB 75
Climax MI 49034-0075

Ashley Eyzaguirre
431 Foxford Drive
Buffalo Grove IL 60089-6301

Atlas Saw & Tool Inc
7801 Industrial court Ste B
Spring Grove IL 60081-8298

Nth Degree, Inc.
Stanley F. Orszula
Loeb & Loeb, LLP
321 N. Clark Street
Suite 2300
Chicago, IL 60654-4746

The Outdoor Channel, Inc.
c/o R. David Bolis III
43445 Business Park Drive
Suite 103
Temecula, CA 92590-3670

1st AYD Corporation
P.O. Box 5298
Elgin, IL 60121-5298

Accountemps
12400 Collections Center Drive
Chicago, IL 60693-0124

Advanced Greig Laminators
POB 8563
Madison WI 53708-8563

All Tile Inc
POB 809244
Chicago IL 60677-0001

American Cases Corp
3949 Grove Ave
Gurnee IL 60031-2118

Andy Cyunczyk
332 Cherrywood Road
Buffalo Grove IL 60089-2007

Askew Industrial Corp
2920 Supply Ave
Los Angeles CA 90040-2708

Baer Supply Company
909 Forest Edge Drive
Vernon Hills IL 60061-3149

Bekins Van Lines
POB 809300
Chicago IL 60680-9300

Benefit Administration Inc
400 Annalp St Ste 200
Menasha WI 54952

Bisco Industries
520 Windy Point Dr
Glendale Heights IL 60139-2178

Bisco Industries
Smith Rubin
PO Box 639
Belle Chasse, LA 70037-0639

Bjorkmans Ace Hardware
4520 West Crystal Lake Rd
McHenry IL 60050-5378

Bob Crawford
3117 W Meadow Ln
Wonder Lake IL 60097-9480

Bob Wogelius
107 Heritage
McHenry IL 60050-5179

Bohrens Moving & Storage
3 Applegate Dr South
Robbinsville NJ 08691-2341

Brian Flynn
4411 Sussex Drive
McHenry IL 60050-4139

CSI Worldwide
40 Regency Plaza
Glen Mills, PA 19342-1002

Campion, Curran, Dunlop, Lamp & Cunabaugh, P
8600 U.S. Highway 14, Ste. 201
Crystal Lake, IL 60012-2700

Candace K Keiser
4346 Jerdon Court
Las Vegas NV 89129-1618

Champion Exposition
139 Campanelli Drive
Middleborough MA 02346-1078

Charles Sears
621 Webster Street
Algonquin IL 60102-2869

Cindy Denz (Caves)
34444 N Converse Lane
Ingleside IL 60041-9260

ComEd Co.
2100 Swift Drive
Attn.: Bankruptcy Section/Revenue Mgmt.
OakBrook, IL 60523-1559

ComEd Company
Attn Revenue Management Dept
2100 Swift Drive
Oak Brook IL 60523-1559

Cornerstone Material Recovery
4172 Bull Valley Road
McHenry IL 60050-2206

Crepes A Latte Catering
c/o Kevin Posen Esq
11 E Adams St Ste 800
Chicago IL 60603-6324

Crepes A. Latte Catering
Teller Levit & Silvertrust PC
11 East Adams Street, Suite #800
Chicago, IL 60603-6324

Cynthia Denz
34444 N Converse Lane
Ingleside IL 60041-9260

DLS Internet Services
Algonquin IL 60102

DSA Design
17 The Courtyard
Timothys Bridge Road
Stratford Upon Avon, UK CV37 9NP

Daniel John Priehs
1423 N River Road
McHenry IL 60051-4547

(p) INTERNAL REVENUE SERVICE
CENTRALIZED INSOLVENCY OPERATIONS
PO BOX 7346
PHILADELPHIA PA 19101-7346

Deutsch Levy Engel Chartered
225 West Washington Street #1700
Chicago IL 60606-3482

EDI Imaging
% Christina Lutz, Esq.
120 S. Riverside Plaza, Suite 1200
Chicago, IL 60606-3910

EDI Imaging c/o Christina Lutz Esq
120 S Riverside Plaza Ste 1200
Chicago IL 60606-3910

Exhibitors Carpet Service Inc
4300 W Montrose Ave
Chicago IL 60641-2016

Exhibitors.Com
10550 S Sam Houston Pkwy W Suite B
Houston TX 77071-3141

Express Signs & Graphics of Orlando
7121 Grand National Dr #100
Orlando FL 32819-8384

Fabric Images
% Jack Kellen, Esq.
120 S. Houghton Road, Suite 158-257
Tuscon, AZ 85748-6731

Fabric Images
c/o Jack Kellen Esq
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Tuscon AZ 85748-6731

FedEx
POB 94515
Palatine IL 60094-4515

Fellers
POB 875540
Kansas City MO 64187-5540

Fisher Textiles
139 Business Park Dr
Indian Trail NC 28079-9432

Fleet Lift Truck Service Inc
POB 238
Roscoe IL 61073-0238

Freeman
POB 650039
Dallas TX 75265-0039

Freeman Decorating Services Inc
Attn: Mary Oswald
1600 Viceroy Suite 100
Dallas TX 75235-2312

GES
7050 Lindel Road
Las Vegas NV 89118-4702

Gail Violet
1221 W Quincy Avenue
Johnsburg IL 60051-9664

Gary Clemons
W187 Tombeau Blvd
Geona City WI 53128-1910

Glock Inc
c/o Michael d Lee
130 East Randolph Street Sutie 3800
Chicago IL 60601-6207

Graphic Dimensions
51 Sherwood Terrace, Suite V
Lake Bluff, IL 60044-2232

Graphic Dimensions Design Group, Inc.
c/o Kenneth J. Donkel
7220 West 194th Street
Tinley Park, IL 60487-9211

H & R Block
474 B W Liberty St
Wauconda IL 60084-3461

Healthcare Service Corporation
P.O. Box 1186
Chicago, IL 60690-1186

Helen Kate Majszak
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Crystal Lake IL 60014-3909

Helen Kate Majszak
George P Hampilos
308 West State Street Suite 210
Rockford IL 61101-1140

Herbert Hansen
7502 Circle Trail
Wonderlake IL 60097-8460

Illinois Department of Employment Security
33 South State Street
Chicago, Illinois 60603-2808

Illinois Department of Revenue Bankruptcy Se
100 W Randolph St #7-400
Chicago IL 60601-3218

Illinois Dept Of Employment Security
Bankruptcy Unit
33 S. State Street
Chicago, IL 60603-2808

Image Model Talent Agency
530 Huntwick Place
Roswell GA 30075-4300

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Jason Gobeyn
2806 Russet Rd
McHenry, IL 60050-2719

Jason W Neumann
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Woodstock IL 60098-8076

Jeka Transport
2350 S Wood Street
Chicago IL 60608-5347

Jennifer Cramer

Jennifer Cramer
5501 W Windhaven Trail
McHenry IL 60050-5923

Jeremy Bates
1006 Ravine Drive
McHenry IL 60051-3522

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32885 Juniper Street
Burlington WI 53105-8329

Jesse Bogard
W142 Tombeau Blvd
Genoa City WI 53128-1908

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Karen Renee Scott
199 Janet Court
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Kathleen Gauger
594 Fox Ridge Drive
Fox Lake IL 60020-1953

Keith Hedemark
25730 W Hwy 134
Ingleside IL 60041-9591

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Oswego IL 60543-0495

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Crystal Lake IL 60012-3040

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Washington DC 20005-6705

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McHenry IL 60051-6167

Lee Rapier
2616 Thomas Court
McHenry IL 60051-8059

Lyle Haag Engineering LLC
1340 N Dearborn St #12C
Chicago IL 60610-6046

MRI Network Of Elgin
472 N. McLean Blvd.
Elgin, IL 60123-3274

Management Recruiters
Adams, Evens & Ross, Inc.
1301 Shiloh Road Blvd. 800 Suite 811
Kennesaw, GA 30144

Mark Grabavoy
3121 Edgewood Parkway
Woodridge IL 60517-3719

Mark Guerra
3706 Pheasant Drive
Rolling Meadows IL 60008-2635

Marmon Keystone
POB 992
Butler PA 16003-0992

Mega Path Inc
Dept 0324
POB 120324
Dallas TX 75312-1348

Metropolitan Pier & Expo
75 Remittance Dr Suite 1348
Chicago IL 60675-1348

Michele Gobeyn
2806 Russet Road
McHenry IL 60050-2719

Mike Ziegler
2009 Oak Drive
McHenry IL 60050-3838

National Plastic & Seals Inc
505 Oakwood Road #220
Lake Zurich IL 60047-1534

Nestor Ventouras
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Woodstock IL 60098-8420

Nevada North American
Donald T Polednak Esq
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Las Vegas NV 89128-0834

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2412 Fairfield Trail
Belvidere IL 61008-6495

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POB 0632
Aurora IL 60507-0632

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Octanorm USA
701 Interstate West Pkwy
Lahia Springs GA 30122-3224

Office of the United States Trustee
780 Regent Street, Suite 304
Madison, WI 53715-2635

Photographic and Reprographic Group Inc
4201 W Victoria
Chicago IL 60646-6700

Precision Trade Show Services
21346 Sage Brush Lane
Mokena, IL 60448-1486

Prime Parkway Development LLC
% Zancck Coen & Wright PC
40 Brink St
Crystal Lake, IL 60014-4371

Prime Parkway Development LLC
Jennifer L Johnson
Zancck Coen & Wright PC
40 Brink St
Crystal lake IL 60014-4371

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San Francisco, CA 94111-4100

ProLogis
4031 N. Pecos Road, Suite 107
Las Vegas, NV 89115-0186

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3516 N Chapel Hill Road
Johnsburg IL 60051-2506

Robert Crawford
3117 W Meadow Lane
Wonder Lake IL 60097-9480

Robert Sickels
1949 N Orleans St Apt 2C
McHenry IL 60050-3943

Robert Wogelius
107 Heritage
McHenry IL 60050-5179

Rosemont Catering Co. Inc.
9301 West Bryn Mawr
Rosemont, IL 60018-5201

Rosemont Exposition Services Inc.
9301 W. Bryn Mawr
Rosemont, IL 60018-5201

Ruthven Family Ltd Partnership
POB 2420
Lakeland FL 33806-2420

Sam S. Marino Jr.
783 Regency Park Drive
Crystal Lake, IL 60014-8593

Schirger Monteleone &
Hampilos PC
308 West State St Suite 210
Rockford, IL 61101-1140

Sean Kotecki
5318 Stillwell Drive
Wonderlake IL 60097-9054

SkyHawke Technologies LLC
c/o John R Oliver CFO
274 Commerce Park Drive Suite M
Ridgeland MS 39157-2238

TJ Saenz
954 Cottonwood Lane
Marengo IL 60152-3614

TWI Group Inc.
P.O. Box 60086
Las Vegas, NV 89160-0086

Terri Hart
39 N Circle Port
Barrington IL 60010-1008

The Outdoor Channel Inc
c/o Thomas J Lester
100 Park Avenue
POB 1389
Rockford IL 61105-1389

The Travelers Indeminty Co & Affiliates
c/o RMS Bankruptcy Recovery Services
POB 5126
Timonium MD 21094-5126

Theresa M Tonyan
Saint Mary's College
601 LeMans Hall
Notre Dame IN 46556-5012

Tim Gozzola
11718 Thayer Road
Wonderlake IL 60098-8317

Tim K Gozzola
3004 Emily Ln
McHenry IL 60051-4552

Tim Wray
1714 Court Street
McHenry IL 60050-4431

Total Plastics
505 Busse Road
Elk Grove Village, IL 60007-2116

Travelers
Remittance Center
Hartford CT 06183-0001

US Dept of Labor
Employee Benefits Security agents
200 W Adams St #1600
Chicago, IL 60606-5228

William A Murray
728 Nottingham Court
Island Lake IL 60042-8704

William A Murray
728 Nottingham Ct
Island Lake IL 60042-8704

Willwork, Inc.
Exhibit Services
23 Norfolk Avenue
South Easton, MA 02375-1187

Willwork, Inc.
Exhibit Services
23 Norfolk Avenue
South Easton, MA 02375-1187

Wisconsin Department of Revenue
Special Procedures Unit
POB 8901
Madison WI 53708-8901

Woodstock Lumber Co
1101 Lake Avenue
Woodstock IL 60098-7413

Yellow Transportation, Inc.
P.O. Box 73149
Chicago, IL 60673-7149

Bernard J Natale
Bernard J. Natale, Ltd.
6833 Stalter Drive
Suite 201
Rockford, IL 61108-2582

Bob King

George P Hampilos
Schirger, Monteleone, Hampilos
308 West State Street
Suite 210
Rockford, IL 61101-1140

Patrick S Layng
Office of the U.S. Trustee, Region 11
780 Regent St.
Suite 304
Madison, WI 53715-2635

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g) (4).

Department of the Treasury-Internal Revenue
Centralized Insolvency Operations
PO Box 21126
Philadelphia PA 19114

(d)Internal Revenue Service
Mail Stop 5010 CHI
230 S Dearborn Street
Chicago IL 60604

(d)Internal Revenue Service
P O Box 21126
Philadelphia PA 19114

The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

(u)Creditors' Committee

(u)Glock, Inc.

(u)Graphic Dimensions Design Group, Inc.

(u)Lewellen and Best Exhibits, Inc.

(u)Nevada North American

(u)Secretary of Labor, United States Departme

(u)Ashley Eyzaguirre

(u)Brett Saenz

(u)Brian Flynn

(d)Champion Exposition
139 Campanelli Drive
Middleborough, MA 02346-1078

(u)Charles Sears

(u)Daniel John Priehs

(u)Gail Violet

(du)Glock, Inc.

(u)Helen Kate Majszak

(u)Herbert Hansen

(u)James Bierfeld

(u)Jason Gobeyn

(d)Jason Gobeyn
2806 Russet Road
McHenry IL 60050-2719

(u)Jeremy Bates

(u)Kathleen Gauger

(u)Keith Hedemark

(d)Kirk P Muraski
4215 East Drive
Crystal Lake, IL 60012-3040

(u)Lauren Lachermeier

(u)Lee Rapier

(d)MODO Exhibits Inc
4501 Prime Parkway
McHenry, IL 60050-7000

(u)Mark Guerra

(u)Michele Gobeyn

(u)Mike Ziegler

(u)Nestor Ventouras

(u)Nicholas Schneider

(d)Prime Parkway Development, LLC
% Zanck Coen & Wright PC
40 Brink St
Crystal Lake, IL 60014-4371

(u)Robert Crawford

(u)Robert Sickels

(u)Sean Kotecki

(u)TV Saenz

(u)Anne Brannon

(d)Ashley Eyzaguirre
431 Foxford Drive
Buffalo Grove, IL 60089-6301

(u)Neal Richardson

End of Label Matrix
Mailable recipients 161
Bypassed recipients 39
Total 200

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
WESTERN DIVISION

In re:) Case No. 09 B 70332
) Chapter 11
MODO Exhibits, Inc.,) Hon. Thomas M. Lynch
) Hearing Date: Wed., Dec. 24, 2014
Debtor.) Hearing Time: 9:30 a.m.

COVER SHEET FOR APPLICATION
FOR PROFESSIONAL COMPENSATION

Name of Applicant: William S. Hackney and SmithAmundsen LLC

Authorized to Provide
Professionals Services to: Bernard J. Natale, not individually but solely as the chapter 7 trustee

Date of Order Authorizing Employment: July 1, 2009

Period for Which
Compensation is Sought: From November 1, 2011 through the present

SmithAmundsen LLC

Amount of Fees Sought for Allowance	\$80,812.00
Amount of Fees Sought for Payment	\$34,832.00
Amount of Expense Reimbursement Sought:	\$ 6,590.08

This is an: Interim Application Final Application X

Prior applications that these professionals filed, if any:

Date Filed	Period Covered	Total Requested (Fees & Expenses)	Total Allowed	Any Amount Ordered Withheld
Nov. 30, 2011	06/2009-10/2011	\$92,393.89	\$92,393.89	\$0.00

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
WESTERN DIVISION**

In re:	)	Case No. 09 B 70332
	)	Chapter 11
MODO Exhibits, Inc.,	)	Hon. Thomas M. Lynch
	)	Hearing Date: Wed., Dec. 24, 2014
Debtor.	)	Hearing Time: 9:30 a.m.

**FINAL APPLICATION OF
TRUSTEE'S COUNSEL FOR COMPENSATION**

Now come William S. Hackney and SmithAmundsen LLC (the "Applicant"), as counsel for the trustee of the estate of MODO Exhibits, Inc. (the "Debtor"), and respectfully submit this final application for the allowance of compensation pursuant to 11 U.S.C. §§330(a) and 503, and state in support as follows:

**I
STATEMENT IN SUPPORT OF APPLICATION
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES**

A. Background

Jurisdiction and Venue

1. The district courts have jurisdiction over this case pursuant to section 1334 of title 28 of the United States Code (the "U.S. Code"). Pursuant to section 157(a) of title 28 of the U.S. Code, this case is properly referred to the bankruptcy courts. Pursuant to section 157(b)(1) and sections 157(b)(2)(A) and (O) of title 28 of the U.S. Code, and Internal Operating Procedure 15 of the Internal Operating Procedures of the United States District Court for the Northern District of Illinois, this case is properly referred to the United States Bankruptcy Court for the Northern District of Illinois. When it filed the petition for relief, the Debtor maintained its principal place of business in McHenry County, Illinois, so pursuant to section 1408(1) of title 28 of the U.S. Code venue for this case is proper in the Northern District of Illinois, Western Division.

Background

2. The Debtor commenced this case on February 4, 2009, by filing a voluntary petition for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §101, *et seq.* (the “Bankruptcy Code”). On March 19, 2009, the Debtor voluntarily converted this case to one under chapter 7 of the Bankruptcy Code. Thereafter, the Office of the United States Trustee appointed Bernard J. Natale, to administer the assets of the estate as the chapter 7 trustee (the “Trustee”).

3. After reviewing the Debtor’s Schedules of Assets and Liabilities and Statement of Financial Affairs and examining the Debtor at the meeting of creditors, the Trustee determined that there were assets that could be recovered for the benefit of the Debtor’s creditors in this matter. The Applicant was retained to assist the Trustee in the pursuit and recovery of those assets.

4. This Application covers services that the Applicant rendered to the Trustee during the applicable time period in three (3) areas – general administrative work, administrative expense resolution matters, and miscellaneous litigation, including preferential transfer avoidance and recovery cases. The provision of these services by the Applicant resulted in recoveries to the estate which form the basis of the funds currently in this estate.

Terms for Employment of the Applicant

5. The estate employed the Applicant at its hourly rates and pursuant to 11 U.S.C. §330. The Applicant did not seek and the estate did not provide or pay any retainer. The Trustee did not “promise” any payments to the Applicant outside of advising the Applicant that it would have the right to seek compensation and reimbursement of costs pursuant to 11 U.S.C. §330. The Applicant rendered services to the estate and filed this Application seeking compensation

pursuant to 11 U.S.C. §§330 and 503(b). The Applicant's employment did not impose any caps or limitations on fees or other charges. This Court did not previously award compensation to the Trustee pursuant to 11 U.S.C. §326. However, the Applicant has already received one payment on a previous fee application totaling \$92,393.89.

6. However, this is a final application. The Applicant's request in this Application includes compensation for the following professionals:

PROFESSIONAL/PARAPROFESSIONAL HOURLY RATE

William S. Hackney – Professional	\$270.00
Jeffrey M. Glass – Professional	\$260.00
Ean L. Kryska – Professional	\$240.00
Craig A. Goode – Professional	\$240.00
Jason T. Mayer – Professional	\$250.00

The Applicant charged bankruptcy clients the same rate for similar services when this representation was undertaken.

B. Case Status

7. Financial Status

a.	Cash on deposit:	approx. \$210,600.00
b.	Unencumbered funds in the estate:	approx. \$210,600.00
c.	Operating profit/loss:	N/A
d.	Projected closing date:	Winter 2014

C. Project Summary

8. In representing the Trustee in this case during the applicable time period, the Applicant performed legal services on only three matters: (a) general administration; (b) administrative claims issues; and (c) miscellaneous litigation, including preference avoidance and recovery. The Applicant included detailed time records with this Application that are set forth in chronological order.

9. The structure of the Applicant's retention was to be compensated on an hourly basis. The Applicant compiled its time in hourly, task-based billing, in increments of tenths of an hour, with sufficient detail and categorization to enable this Court to evaluate the propriety of its request for compensation in comparison to the result that it obtained, viz., the eventual payment of claims, including a large number of employee priority claims, out of funds that are in the estate through the Applicant's representation of the Trustee.

General Administration

10. The Applicant devoted 20.60 hours in connection with the general administration of the estate at a value of \$5,304.00. The Applicant included a copy of the entries for these services within Exhibit A.

11. The Applicant spent time under this category attending to various general administrative matters which arose during the chapter 7 case. Specifically, the Applicant handled matters in this category relating to the abandonment of the Debtor's unneeded books and records, the post-sale issues arising from the liquidation of the Debtor's assets, dealings with the Illinois Department of Revenue arising out of the Debtor's pre-filing failure to pay taxes, and general discussions with the Trustee about all of the same. All of these services were necessary and beneficial to the estate.

Administrative Expense Matters

12. The Applicant devoted 27.20 hours in connection with the administrative expense matters at a value of \$6,538.00. The Applicant included a copy of the entries for these services within Exhibit B.

13. The Applicant spent time under this category resolving the various claims to administrative expense priority asserted in this case. Specifically, the Applicant successfully

challenged claims for administrative expense priority by ProLogis, Lewellen & Best, Prime Parkway Development, and GES Exhibition. All of these services were necessary and beneficial to the estate in that they eliminated unsupported administrative claims which in turn will allow a greater distribution to priority employees and other general creditors.

Miscellaneous Litigation

14. The Applicant devoted 279.90 hours in connection with miscellaneous litigation matters at a value of \$68,970.00. The Applicant included a copy of the entries for these services within Exhibit C.

15. The Applicant spent time under this category attending to a few pieces of litigation which arose out of the bankruptcy case. The first major piece of litigation was a preference avoidance and recovery action against Nevada North American, Inc. (the "Nevada North American Litigation"). The Nevada North American Litigation involved an alleged preferential transfer in the amount of \$70,000.00. After extensive litigation lasting almost 2 years and a day long trial, the Applicant secured a judgment against Nevada North American, Inc. and in favor of the Trustee in the full amount of \$70,000.00. Although the Applicant was forced to undertake post-judgment collection activities to achieve the same, the Trustee eventually recovered the entire amount of the judgment. The second major piece of litigation was a multi-count tortious interference and unjust enrichment complaint against Lewellen & Best Displays, Inc. ("L&B") seeking in excess of \$430,000.00. Similarly, the Trustee spent over 2 years litigating this matter, concluding with mediation in front of the Honorable Donald R. Cassling. While the Trustee continues to maintain that he had an excellent case against L&B and would most likely have been successful on the merits of that case, the apparent financial situation of L&B ultimately led to a settlement of this matter in the amount of \$55,000.00. The Trustee

has collected the entire settlement amount. All of these services were necessary and beneficial to the estate as they brought in over \$125,000.00 for the benefit of creditors in this case.

Preparation of Final Fee Application

16. The Applicant prepared this Application in accordance with the applicable standards and devoted time in doing so. In preparing the Application, the Applicant complied with the standards which are set forth in the opinions in *In re Continental Illinois Securities Litigation*, 572 F.Supp. 931 (N.D. Ill. 1983); *In re Pettibone Corp.*, 74 B.R. 293 (Bankr. N.D. Ill. 1987); *In re Wildman*, 72 B.R. 700 (Bankr. N.D. Ill. 1987); Local Rule 5082-1; and the guidelines of the Office of the United States Trustee. However, the Applicant is not currently requesting and will not request in the future any compensation for the preparation or presentation of the Application.

Costs

17. In representing the Trustee, the Applicant has incurred certain costs for transportation, photocopying, research, litigation fees, and postage in the aggregate amount of \$6,590.08. The Applicant is entitled to reimbursement for those costs. A log of the costs is attached hereto as Exhibit D.

II
STATEMENT PURSUANT TO 11 U.S.C. §§ 329
AND 504 AND BANKRUPTCY RULE 22016

18. Except to the extent that under 11 U.S.C. §504(b)(1) a professional may share compensation within that party's firm, the Applicant has not agreed to share with any person, firm, or entity any award of fees which it may receive for having represented the Trustee in this case. Furthermore, there is no agreement between the Applicant and any other party for sharing

compensation that any other person, firm, or entity receives in connection with representing the Trustee in this case.

**III
REQUEST FOR RELIEF**

WHEREFORE, William S. Hackney and SmithAmundsen LLC, as counsel for the Trustee, pray that this Court allow compensation and costs as requested herein and grant such other and further relief as this Court deems just and appropriate.

Dated: December 2, 2014

SMITHAMUNDSEN LLC

By: /s/ William S. Hackney
One of its Partners

William S. Hackney, ARDC No. 06256042
SMITHAMUNDSEN LLC
150 North Michigan Avenue; Suite 3300
Chicago, Illinois 60601-7524
Telephone: 312.894.3200
whackney@salawus.com

SUMMARY SHEET

In re:	)	Case No. 09 B 70332
	)	Chapter 11
MODO Exhibits, Inc.,	)	Hon. Thomas M. Lynch
	)	Hearing Date: Wed., Dec. 24, 2014
Debtor.	)	Hearing Time: 9:30 a.m.

NAME OF APPLICANT: William S. Hackney/SmithAmundsen LLC
 ROLE IN THE CASE: Counsel for Bernard J. Natale, as trustee

SmithAmundsen LLC

Amount of Fees Sought for Allowance	\$80,812.00
Amount of Fees Sought for Payment	\$34,832.00
Amount of Expense Reimbursement Sought:	\$ 6,590.08

FEES PREVIOUSLY REQUESTED:	\$89,505.00
FEES PREVIOUSLY AWARDED:	\$89,505.00

EXPENSES PREVIOUSLY REQUESTED:	\$2,888.89
EXPENSES PREVIOUSLY AWARDED:	\$2,888.89

RETAINER PAID; -0-

FEE APPLICATION

NAMES OF PROFESSIONAL/ PARAPROFESSIONAL	YEAR ADMITTED TO PRACTICE	HOURS BILLED	RATE	TOTAL TIME BILLED
William S. Hackney	1998	68.20	\$270.00	\$18,414.00
Jeffrey M. Glass	1991	4.10	\$260.00	\$ 1,066.00
Ean L. Kryska	2005	243.20	\$240.00	\$58,368.00
Craig A. Goode	2005	8.60	\$240.00	\$ 2,064.00
Jason T. Mayer	2012	3.60	\$250.00	\$ 900.00

327.7

Fee Breakdown

CATEGORY	HOURS
General Administration	20.60
Administrative Expense Claims	27.20
Miscellaneous Litigation	279.90
TOTAL	327.70

CATEGORY	FEES (Sought for Allowance)
General Administration	\$5,304.00
Administrative Expense Claims	\$6,538.00
Miscellaneous Litigation	\$68,970.00
TOTAL	\$80,812.00

EXHIBIT A



SmithAmundsen

Attorneys At Law
150 N. Michigan Ave. | Suite 3300
Chicago, IL 60601
312.894.3200 TEL | 312.891.3210 FAX
Tax I.D. No. 36-4189382
Please provide invoice number on remittance check

November 5, 2014

TO: Natale, Bernard J.
Bernard J. Natale, Ltd.
6833 Stalter Drive
Suite 201
Rockford, IL 61108

For Legal Services Rendered in Connection with:

CLIENT NUMBER- 06494-000

MATTER NUMBER- 3010181

RE: In re MODO Exhibits, Inc.

ADJUSTER	n/a
CLAIM NO.	n/a
COURT NO.	n/a
DATE OF LOSS	n/a
INSURED	n/a
COUNTY	n/a
REPRESENT	Bernard J. Natale

Enclosed is our statement for services rendered through November 5, 2014. Please return the remittance advice with your payment for proper application to your account.

Very truly yours

SmithAmundsen LLC

Billing Department



SmithAmundsen

Attorneys At Law
150 N. Michigan Ave. | Suite 3300
Chicago, IL 60601
312.894.3200 TEL | 312.891.3210 FAX
Tax I.D. No. 36-4189382
Please provide invoice number on remittance check

Natale, Bernard J.
Bernard J. Natale, Ltd.
6833 Stalter Drive
Suite 201
Rockford, IL 61108

BILLING ATTORNEY: WSH
INVOICE NUMBER: 453539
DATE: November 5, 2014

CLIENT NUMBER - 06494-000

MATTER NUMBER - 3010181

FOR PROFESSIONAL SERVICES RENDERED THROUGH November 5, 2014:

RE: In re MODO Exhibits, Inc.

ADJUSTER	n/a
CLAIM NO.	n/a
COURT NO.	n/a
DATE OF LOSS	n/a
INSURED	n/a
COUNTY	n/a
REPRESENT	Bernard J. Natale

PROFESSIONAL SERVICES

<u>DATE</u>	<u>INITIALS</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
02/13/12	WSH	0.80	Telephone conference with D. Bennett regarding potential abandonment of books and records.
02/17/12	WSH	0.60	Telephone conference with B. King regarding status of Rheem equipment or proceeds from sale thereof.
02/17/12	WSH	0.40	Electronic correspondence with D. Bennett regarding status of Rheem equipment for reporting to UST.
04/20/12	ELK	0.10	Call to Bob King re: complete list of items auctioned off.
04/23/12	ELK	0.10	Call to Bob King re: list of items sold at auction.



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Chicago, IL 60601
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Tax I.D. No. 36-4189382
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BILLING ATTORNEY: WSH
INVOICE NUMBER: 453539
DATE: 11/05/2014
CLIENT NUMBER: 06494-000
MATTER NUMBER: 3010181

<u>DATE</u>	<u>INITIALS</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
04/26/12	ELK	0.10	Email to Trustee re: Prime Parkway Development, LLC settlement.
04/26/12	ELK	0.10	Call to Denise Bennett re: auction list.
05/02/12	ELK	0.50	Reviewed email sent by Jason Gobeyn re: list of auctioned properties (.3); email to Jason Gobeyn re: LG Electronics booth.
05/02/12	ELK	0.30	Compose email to Bob King re: list of items sold at auction.
06/14/12	WSH	0.70	Telephone conference with B. Natale and E. Kryska regarding status of case and issues going forward.
06/20/12	ELK	5.50	Appeared before Judge Barbosa re: motion to set trial in Nevada North American, Inc. proceeding, status of Natale v. Gobeyn proceeding, motion for approval of settlement with Prime Parkway Development, Inc., and status of Lewellyn and Best Displays, Inc. adversary.
06/26/12	WSH	0.50	Telephone conference with D. Mayer from IDOR on subpoena issues involving J. Gobeyn.
06/27/12	WSH	1.50	Reviewed and analyzed subpoena from IDOR regarding unpaid taxes and J. Gobeyn role in same.
07/02/12	WSH	1.40	Reviewed documents for items responsive to IDOR subpoena.
07/03/12	WSH	2.10	Reviewed documents for items responsive to IDOR subpoena.
07/31/12	ELK	0.20	Discussion with Bill Hackney re: response to IDOR subpoena.
07/31/12	WSH	0.60	Telephone conferences with IDOR regarding production of documents responsive to subpoena and direction going forward.
08/01/12	ELK	0.30	Call to IL Dept. of Revenue re: response to subpoena.
08/01/12	ELK	0.20	Calls from/to IL Dept. of Revenue to discuss production of documents.
08/02/12	ELK	0.20	Call from IL Dept. of Revenue re: document production



SmithAmundsen

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Chicago, IL 60601
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Please provide invoice number on remittance check

BILLING ATTORNEY: WSH
INVOICE NUMBER: 453539
DATE: 11/05/2014
CLIENT NUMBER: 06494-000
MATTER NUMBER: 3010181

<u>DATE</u>	<u>INITIALS</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
			subpoena.
08/02/12	WSH	0.90	Telephone conference with R. Forman regarding IDOR subpoena and Trustee's response thereto.
08/02/12	WSH	0.60	Electronic correspondence with B. Natale and R. Forman regarding IDOR's review of documents responsive to subpoena and strategy going forward.
08/06/12	WSH	1.40	Meeting with R. Forman on review of documents responsive to IDOR subpoena and strategy going forward.
09/13/12	WSH	0.50	Drafted correspondence to R. Forman regarding documents requested pursuant to subpoena.
02/27/13	ELK	0.40	Email to Craig Goode re: preparation for court appearance for various matters: motion to approve settlement with ProLogis, status on Natale v. Gobeyn, and motion to compel against Lewellen & Best.
02/27/13	ELK	0.30	Discussion with Craig Goode re: outcome of ProLogis motion to compromise and Lewellen & Best motion to compel answers to discovery requests.
02/27/13	ELK	0.30	Email to Trustee re: Lewellen & Best status and order approving settlement with ProLogis.
		20.60	TOTAL HOURS

TOTAL PROFESSIONAL SERVICES \$5,304.00

SUMMARY OF PROFESSIONAL SERVICES

<u>TIMEKEEPER</u>	<u>INITIALS</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
WILLIAM HACKNEY	WSH	12.00	270.00	3,240.00
EAN L. KRYSKA	ELK	8.60	240.00	2,064.00
		20.60		<u>\$5,304.00</u>

INVOICE TOTAL \$5,304.00



SmithAmundsen

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Chicago, IL 60601
312.894.3200 TEL. 312.891.3210 FAX
Tax I.D. No. 36-4189382
Please provide invoice number on remittance check

REMITTANCE ADVICE

MAIL PAYMENTS TO: SMITHAMUNDSEN LLC
150 N. MICHIGAN AVENUE
SUITE 3300
CHICAGO, IL 60601

TO INSURE PROPER CREDIT, PLEASE COMPLETE AND RETURN THIS ADVICE.

CLIENT NUMBER - 06494-000 FILE NUMBER - 3010181

RE: In re MODO Exhibits, Inc.

ADJUSTER	n/a
CLAIM NO.	n/a
COURT NO.	n/a
DATE OF LOSS	n/a
INSURED	n/a
COUNTY	n/a
REPRESENT	Bernard J. Natale

Natale, Bernard J.
Bernard J. Natale, Ltd.
6833 Stalter Drive
Suite 201
Rockford, IL 61108

<u>INVOICE NUMBER</u>	<u>DATE</u>	<u>AMOUNT</u>
453539	November 5, 2014	\$5,304.00

YOUR CHECK NO. _____ DATE _____ AMOUNT \$ _____

PAYMENT DUE UPON RECEIPT

EXHIBIT B



SmithAmundsen

Attorneys At Law
150 N. Michigan Ave. | Suite 3300
Chicago, IL 60601
312.894.3200 TEL | 312.891.3210 FAX
Tax I.D. No. 36-4189382
Please provide invoice number on remittance check

November 5, 2014

TO: Natale, Bernard J.
Bernard J. Natale, Ltd.
6833 Stalter Drive
Suite 201
Rockford, IL 61108

For Legal Services Rendered in Connection with:

CLIENT NUMBER- 06494-000

MATTER NUMBER- 3010181

RE: In re MODO Exhibits, Inc.

ADJUSTER	n/a
CLAIM NO.	n/a
COURT NO.	n/a
DATE OF LOSS	n/a
INSURED	n/a
COUNTY	n/a
REPRESENT	Bernard J. Natale

Enclosed is our statement for services rendered through November 5, 2014. Please return the remittance advice with your payment for proper application to your account.

Very truly yours

SmithAmundsen LLC

Billing Department



SmithAmundsen

Attorneys At Law
150 N. Michigan Ave. 1 Suite 3300
Chicago, IL 60601
312.894.3200 TEL 1 312.891.3210 FAX
Tax I.D. No. 36-4189382
Please provide invoice number on remittance check

Natale, Bernard J.
Bernard J. Natale, Ltd.
6833 Stalter Drive
Suite 201
Rockford, IL 61108

BILLING ATTORNEY: WSH
INVOICE NUMBER: 453540
DATE: November 5, 2014

CLIENT NUMBER - 06494-000

MATTER NUMBER - 3010181

FOR PROFESSIONAL SERVICES RENDERED THROUGH November 5, 2014:

RE: In re MODO Exhibits, Inc.

ADJUSTER	n/a
CLAIM NO.	n/a
COURT NO.	n/a
DATE OF LOSS	n/a
INSURED	n/a
COUNTY	n/a
REPRESENT	Bernard J. Natale

PROFESSIONAL SERVICES

<u>DATE</u>	<u>INITIALS</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
12/05/11	ELK	0.80	Discussion with Bill Hackney re: status of administrative claims (.4); email to Trustee re: same (.4).
12/15/11	ELK	0.60	Reviewed ProLogis claim and basis for same (.2); call to counsel for ProLogis to discuss settlement (.4).
12/15/11	ELK	0.10	Discussion with Bill Hackney re: ProLogis administrative claim and settlement of same.
12/15/11	ELK	0.10	Email to Trustee re: update concerning ProLogis admin claim.



SmithAmundsen

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Tax I.D. No. 36-4189382
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BILLING ATTORNEY: WSH
INVOICE NUMBER: 453540
DATE: 11/05/2014
CLIENT NUMBER: 06494-000
MATTER NUMBER: 3010181

<u>DATE</u>	<u>INITIALS</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
12/23/11	ELK	0.30	Email to ProLogis re: settlement of administrative claim.
12/23/11	ELK	0.70	Reviewed Lewellen and Best's administrative claim and response thereto in order to determine whether Estate should request ruling on same rather than asking for another continuance.
12/30/11	ELK	1.30	Drafted settlement agreements with ProLogis and Prime Parkway Development, LLC re: administrative claims.
01/07/12	ELK	0.10	Email from counsel for ProLogis re: acceptance of offer to settle administrative claim.
01/25/12	ELK	0.20	Reviewed briefs for objection to Lewellen and Bates administrative claim.
01/25/12	ELK	0.20	Discussion with Jeff Glass re: status of briefs concerning Lewellen and Best administrative claim.
01/25/12	ELK	0.40	Work on drafting reply in support of objection to L&B administrative claim.
01/25/12	JMG	0.50	Prepare for and attend hearing on objection to claim of Llewellyn & Best; obtain order granting leave to file opposition brief.
02/08/12	ELK	0.90	Drafted sur-response in opposition to Lewellen and Best administrative claim motion.
02/23/12	ELK	0.40	Reviewed sur-reply filed by Lewellen and Best with regard to administrative claim objection.
03/12/12	ELK	0.80	Prepared for argument in opposition to Lewellyn and Best's administrative claim.
03/12/12	ELK	4.50	Argue in opposition to Lewellyn and Best's motion for payment of administrative claim.
04/26/12	ELK	0.20	Email to counsel for Prime Parkway Development, LLC re: settlement of administrative claim.
04/30/12	ELK	5.30	Appeared for status and decisions as to Lewellyn and Best motion for allowance of administrative claim and motion for summary judgment filed against Nevada North American, Inc. in preference adversary.



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BILLING ATTORNEY: WSH
INVOICE NUMBER: 453540
DATE: 11/05/2014
CLIENT NUMBER: 06494-000
MATTER NUMBER: 3010181

<u>DATE</u>	<u>INITIALS</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
05/15/12	ELK	0.90	Work on drafting motion for approval of settlement with Prime Parkway Development, L.L.C.
05/16/12	ELK	0.30	Drafted order approving settlement with Prime Parkway Development, L.L.C.
05/21/12	ELK	5.00	Ruling on Lewellyn and Best motion for allowance of administrative claim.
05/22/12	ELK	0.30	Finalized and filed motion for approval of compromise on Prime Parkway Development, L.L.C. administrative claim.
06/28/12	ELK	0.20	Emails from/to counsel for Prime Parkway Development, Inc. re: payment of settlement amount.
07/10/12	ELK	0.10	Email to Jennifer Johnson re: withdrawal of Prime Parkway Development's proof of claim.
10/30/12	ELK	0.20	Email to counsel for ProLogis re: settlement of administrative claim.
10/30/12	ELK	0.10	Discussion with Bill Hackney re: settlement of GES Exhibition claim.
11/07/12	ELK	0.20	Email to with counsel for ProLogis re: administrative claim.
12/21/12	ELK	0.40	Email to attorney for ProLogis re: settlement agreement and amount of administrative claim.
01/31/13	ELK	0.60	Drafted motion for approval of settlement with ProLogis (.4); drafted proposed order (.2).
02/20/13	ELK	0.10	Email to ProLogis counsel re: pending approval of settlement of administrative claim.
02/27/13	ELK	0.10	Email to counsel for ProLogis re: payment of settlement amount.
02/27/13	ELK	0.10	Received/reviewed email from Trustee re: approval of ProLogis settlement.
03/06/13	ELK	0.20	Emails to Trustee and attorney for ProLogis re: fully executed settlement agreement.



SmithAmundsen

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Chicago, IL 60601
312.894.3200 TEL 1 312.891.3210 FAX
Tax I.D. No. 36-4189382
Please provide invoice number on remittance check

BILLING ATTORNEY: WSH
INVOICE NUMBER: 453540
DATE: 11/05/2014
CLIENT NUMBER: 06494-000
MATTER NUMBER: 3010181

<u>DATE</u>	<u>INITIALS</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
03/08/13	ELK	0.10	Email to ProLogis counsel re: receipt of settlement check.
03/19/13	ELK	0.20	Letter to ProLogis re: settlement check for administrative claim.
03/25/13	ELK	0.20	Emails from ProLogis attorney and to Trustee re: misnomer on settlement check.
03/28/13	ELK	0.20	Emails from/to counsel for ProLogis re: payment of settlement of administrative claim.
04/11/13	ELK	0.10	Emails from/to counsel for ProLogis re: voided settlement check.
04/23/13	ELK	0.10	Email to Trustee re: receipt of voided ProLogis settlement check.
04/30/13	ELK	0.10	Email to counsel for ProLogis re: status of obtaining replacement settlement check.

27.20 TOTAL HOURS

TOTAL PROFESSIONAL SERVICES \$6,538.00

SUMMARY OF PROFESSIONAL SERVICES

<u>TIMEKEEPER</u>	<u>INITIALS</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
JEFFREY M GLASS	JMG	0.50	260.00	130.00
EAN L. KRYSKA	ELK	26.70	240.00	6,408.00
		27.20		<u>\$6,538.00</u>

INVOICE TOTAL \$6,538.00



SmithAmundsen

Attorneys At Law
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Chicago, IL 60601
312.894.3200 TEL. 312.891.3210 FAX
Tax I.D. No. 36-4189382
Please provide invoice number on remittance check

REMITTANCE ADVICE

MAIL PAYMENTS TO: SMITHAMUNDSEN LLC
150 N. MICHIGAN AVENUE
SUITE 3300
CHICAGO, IL 60601

TO INSURE PROPER CREDIT, PLEASE COMPLETE AND RETURN THIS ADVICE.

CLIENT NUMBER - 06494-000 FILE NUMBER - 3010181

RE: In re MODO Exhibits, Inc.

ADJUSTER	n/a
CLAIM NO.	n/a
COURT NO.	n/a
DATE OF LOSS	n/a
INSURED	n/a
COUNTY	n/a
REPRESENT	Bernard J. Natale

Natale, Bernard J.
Bernard J. Natale, Ltd.
6833 Stalter Drive
Suite 201
Rockford, IL 61108

<u>INVOICE NUMBER</u>	<u>DATE</u>	<u>AMOUNT</u>
453540	November 5, 2014	\$6,538.00

YOUR CHECK NO. _____ DATE _____ AMOUNT \$ _____

PAYMENT DUE UPON RECEIPT

EXHIBIT C



SmithAmundsen

Attorneys At Law
150 N. Michigan Ave. 4 Suite 3300
Chicago, IL 60601
312.894.3200 TEL. 312.891.3210 FAX
Tax I.D. No. 36-4189382
Please provide invoice number on remittance check

November 5, 2014

TO: Natale, Bernard J.
Bernard J. Natale, Ltd.
6833 Stalter Drive
Suite 201
Rockford, IL 61108

For Legal Services Rendered in Connection with:

CLIENT NUMBER- 06494-000

MATTER NUMBER- 3010181

RE: In re MODO Exhibits, Inc.

ADJUSTER	n/a
CLAIM NO.	n/a
COURT NO.	n/a
DATE OF LOSS	n/a
INSURED	n/a
COUNTY	n/a
REPRESENT	Bernard J. Natale

Enclosed is our statement for services rendered through November 5, 2014. Please return the remittance advice with your payment for proper application to your account.

Very truly yours

SmithAmundsen LLC

Billing Department



SmithAmundsen

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Chicago, IL 60601
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Tax I.D. No. 36-4189382
Please provide invoice number on remittance check

Natale, Bernard J.
Bernard J. Natale, Ltd.
6833 Stalter Drive
Suite 201
Rockford, IL 61108

BILLING ATTORNEY: WSH
INVOICE NUMBER: 453541
DATE: November 5, 2014

CLIENT NUMBER - 06494-000

MATTER NUMBER - 3010181

FOR PROFESSIONAL SERVICES RENDERED THROUGH November 5, 2014:

RE: In re MODO Exhibits, Inc.

ADJUSTER	n/a
CLAIM NO.	n/a
COURT NO.	n/a
DATE OF LOSS	n/a
INSURED	n/a
COUNTY	n/a
REPRESENT	Bernard J. Natale

PROFESSIONAL SERVICES

<u>DATE</u>	<u>INITIALS</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
11/08/11	ELK	0.20	Email to Jeff Glass re: motion to approve settlement with Best Buy Co., Inc.
11/09/11	ELK	0.50	Finalize Jason Gobeyn's affidavit to be filed in the Nevada North American, Inc. preference case (.2); reviewed schedules to include information in affidavit about assets/liabilities (.3).
11/09/11	ELK	0.10	Email to Debtor's counsel re: having Jason Gobeyn sign affidavit in support of motion for summary judgment to be filed in Nevada North American, Inc. preference case.



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Tax I.D. No. 36-4189382
Please provide invoice number on remittance check

BILLING ATTORNEY: WSH
INVOICE NUMBER: 453541
DATE: 11/05/2014
CLIENT NUMBER: 06494-000
MATTER NUMBER: 3010181

<u>DATE</u>	<u>INITIALS</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
11/09/11	ELK	0.10	Email to Trustee re: preparation of his affidavit in support of motion for summary judgment in Nevada North American, Inc. preference case.
11/09/11	JMG	1.00	Prepare for and appear on motion to approve Best Buy settlement; obtain order granting motion.
11/10/11	ELK	4.00	Working on Lewellen and Best complaint (review documents to be used as exhibits); focus on background of complaint.
11/11/11	ELK	3.00	Continue work on Lewellen and Best complaint.
11/14/11	ELK	0.20	Email to attorney for Best Buy Co., Inc. re: payment instructions for settlement.
11/15/11	ELK	0.20	Email from Best Buy Co., Inc. counsel re: signed settlement agreement and need for W9 (.1); email to Trustee re: same (.1).
11/17/11	ELK	0.10	Email to Debtor's counsel re: affidavit needed for motion for summary judgment against preference defendant Nevada North American.
11/18/11	ELK	0.20	Emails to Trustee and Debtor's counsel re: affidavits in support of motion for summary judgment against Nevada North American.
11/21/11	ELK	0.90	Drafted Trustee's affidavit in support of motion for summary judgment against Nevada North American.
11/21/11	ELK	0.10	Received and reviewed email from Jason Gobeyn re: Nevada North American affidavit.
11/21/11	ELK	0.10	Call from Debtor's counsel re: affidavit in support of motion for summary judgment against Nevada North American.
11/21/11	ELK	0.10	Email to Bernard Natale re: affidavit in support of motion for summary judgment against Nevada North American.
11/28/11	ELK	0.10	Email to attorney for Best Buy Co., Inc. re: W9 needed for settlement payment.
11/28/11	ELK	0.20	Email to Jason Gobeyn's attorney re: affidavit needed for motion for summary judgment against Nevada North



SmithAmundsen

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312.894.3200 TEL / 312.891.3210 FAX
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Please provide invoice number on remittance check

BILLING ATTORNEY: WSH
INVOICE NUMBER: 453541
DATE: 11/05/2014
CLIENT NUMBER: 06494-000
MATTER NUMBER: 3010181

<u>DATE</u>	<u>INITIALS</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
			American, Inc.
11/28/11	ELK	0.10	Received and reviewed email from counsel to Best Buy Co., Inc. re: settlement payment.
11/28/11	ELK	0.30	Email exchanges with Jason Gobeyn and Debtor's counsel re: affidavit needed for motion for summary judgment against Nevada North American, Inc.
11/28/11	ELK	1.40	Work on drafting statement of facts in support of motion for summary judgment against Nevada North American, Inc.
11/29/11	ELK	13.40	Completed first draft of statement of facts for use in Nevada North American, Inc. \$70,000 preference case (4.1); drafted first draft of memorandum in support of motion for summary judgment (7.2); research re: interpretation of certain provisions of 11 USC 547, 550, and 502 for use in motion for summary judgment (1.2); emails from/to Jason Gobeyn re: affidavit needed in support of motion (.4); determined which exhibits to use in support of motion and prepared same (.5).
11/30/11	ELK	0.50	Email to Jeff Glass re: information needed to attend status hearings on pending adversary proceedings and administrative expense motion of L&B.
11/30/11	ELK	4.10	Work on MSJ.
11/30/11	JMG	0.30	Prepare for and attend status hearing in Natale v. Gobeyn; get matter continued.
11/30/11	JMG	0.30	Prepare for and attend hearing to present sj motion in Natale v. Nevada North American, Inc.; get briefing schedule and status date.
11/30/11	JMG	0.30	Prepare for and attend hearing on Natale v. Best Buy Co., Inc. adversary.
11/30/11	JMG	0.30	Prepare for and attend hearing on Lewellen & Best motion; have same continued.
12/02/11	ELK	0.30	Email to Trustee re: status of collection of preferential transfers and A/R.



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12/06/11	ELK	0.20	Letter to Trustee re: Best Buy Co., Inc. settlement.
12/22/11	ELK	0.10	Received and reviewed additional discovery responses from Nevada North American, Inc.
12/22/11	ELK	0.10	Email to Trustee re: confirmation that Best Buy Co., Inc. preference settlement check cleared.
12/27/11	ELK	3.60	Work on drafting and finalizing complaint against Lewellen and Best.
12/28/11	ELK	0.30	Initial review of motion for summary judgment filed by Nevada North American.
12/29/11	ELK	0.40	Received and reviewed email from opposing counsel re: dismissal of Best Buy Co., Inc. adversary; drafted and filed notice of dismissal.
12/29/11	ELK	5.70	Reviewed cross-motion for summary judgment and additional statement of facts filed by Nevada North American, Inc.; reviewed caselaw cited in memorandum in support of cross-motion for summary judgment; research caselaw re: batch invoices and application to ordinary course analysis; reviewed spreadsheet of invoices submitted by defendant, and specifically prepared for litigation, against records already produced by defendant; reviewed Debtor's Quickbooks records re: payment of invoices to determine whether batch payments covered invoices near end of range of invoices paid.
12/31/11	ELK	5.90	Work on drafting response to cross-motion for summary judgment filed by Nevada North American, Inc.
01/12/12	ELK	0.20	Multiple emails with counsel for Nevada North American, Inc. re: briefing schedule on cross-motion for summary judgment.
01/12/12	ELK	8.10	Work on reply brief/response to cross-motion for summary judgment filed by Nevada North American, Inc. in \$70,000 preference action; research caselaw to distinguish caselaw cited by Nevada North American, Inc.



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01/17/12	ELK	4.40	Further work on reply/response to cross-motion for summary judgment filed by Nevada North American, Inc.
01/18/12	ELK	5.50	Continued working on reply/response to cross-motion for summary judgment filed by Nevada North American, Inc.
01/19/12	ELK	0.10	Email to Jason Gobeyn re: questions concerning certain facts to be alleged in Lewellen and Best complaint.
01/19/12	ELK	5.00	Research on additional causes of action to raise in L&B complaint; revise complaint; review notes and financial information for analysis of damages.
01/20/12	ELK	0.40	Discussion with Jason Gobeyn re: facts needed for L&B complaint.
01/23/12	ELK	0.10	Discussion with Denise Bennett re: access to job files.
01/23/12	ELK	0.10	Received, reviewed, and responded to email from counsel for Nevada North American, Inc. re: settlement.
01/23/12	ELK	0.10	Received and reviewed email from Nevada North American, Inc. counsel re: settlement.
01/25/12	ELK	0.10	Email to Jason Gobeyn re: additional information needed for complaint against Lewellen and Best.
01/25/12	JMG	0.50	Prepare for and attend status hearing on Gobain adversary; advise court and have case continued.
01/25/12	ELK	0.20	Quick discussion with Jason Gobeyn re: facts needed for conversion count of complaint against L&B.
01/26/12	ELK	0.10	Call to Denise Bennett re: job files.
01/26/12	ELK	0.40	Additional discussion with Jason Gobeyn re: facts surrounding claim against L&B for conversion, tortious interference with prospective economic advantage.
01/27/12	ELK	2.40	Revised complaint to include tortious interference with prospective economic advantage count, tortious interference with contract count, and conversion count.
01/29/12	ELK	1.20	Review of files shipped from storage for use in tortious interference counts of L&B complaint.



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01/30/12	ELK	4.80	Work on drafting revised L&B complaint.
02/08/12	ELK	0.40	Reviewed reply in support of cross-motion for summary judgment filed by Nevada North American, Inc.
02/10/12	ELK	0.20	Email to Jeff Glass with information needed for status hearing on motion/cross-motion for summary judgment in Nevada North American, Inc. adversary.
02/10/12	JMG	0.20	Communications with counsel to prepare for covering hearings.
02/13/12	ELK	0.10	Reviewed notice setting oral argument date in Nevada North American, Inc. preference case.
02/13/12	JMG	0.70	Attend hearing and obtain argument date on motion for summary judgment in Nev. North Amer., report back to counsel re same.
02/20/12	ELK	0.50	Long email to Trustee re: status of Nevada North American, Inc. adversary.
02/23/12	ELK	0.10	Received and reviewed email from Trustee re: analysis of Nevada North American, Inc.'s ordinary course defense.
02/28/12	ELK	0.80	Prepared outline of oral argument for motion for summary judgment against Nevada North American, Inc.
03/01/12	WSH	0.30	Telephone conference with B. Natale regarding status of L&B case and strategy going forward.
03/02/12	ELK	0.50	Drafted demand letter to Lewellyn and Best re: conversion claim.
03/05/12	ELK	5.40	Oral argument on motion for summary judgment against Nevada North American, Inc.
03/13/12	ELK	0.30	Email to Trustee with complaint against Lewellyn and Best.
03/14/12	ELK	0.50	Revised Lewellyn and Best complaint based on Trustee's comments and revised venue / jurisdiction section.
03/22/12	ELK	0.10	Email from and call to Debtor's counsel re: comments to Lewellyn and Best complaint.



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03/26/12	ELK	0.10	Emails from / to Debtor's counsel re: tortious interference complaint.
03/30/12	ELK	0.10	Call to Debtor's counsel re: verification of facts to be used in Lewellyn & Best complaint.
03/30/12	ELK	0.20	Phone calls from/to George Hampilos re: Debtor's comments to Lewellyn & Best complaint.
04/23/12	ELK	0.20	Emails from/to Trustee re: status of L&B complaint.
05/11/12	ELK	0.40	Finalized and filed adversary complaint against Lewellyn and Best Displays, Inc.
05/14/12	ELK	5.60	Appeared before Judge Barbosa re: Gobeyn non-dischargeability proceeding for status and to inform court concerning filing of Lewellyn and Best Displays, Inc. adversary.
05/15/12	ELK	0.10	Email to counsel for Nevada North American, Inc. re: possibility of settlement.
05/16/12	ELK	0.50	Received email from Nevada North American, Inc. counsel re: stipulation for trial (.1); reviewed statement of facts submitted with defendant's cross-motion for summary judgment to determine whether any facts can be stipulated to (.2); email to Debtor's counsel to discuss defendant's ordinary course defense (.1); call to defendant's counsel to discuss stipulation and possibility of settlement (.1).
05/22/12	ELK	0.20	Discussion with counsel for Nevada North American, Inc. re: stipulated trial and possibility of settlement.
05/22/12	ELK	0.40	Prepared proof of service of summons for Lewellen and Best Displays, Inc. adversary.
05/31/12	ELK	0.10	Email to Debtor's counsel re: speaking with Jason Gobeyn concerning ordinary course defense raised by Nevada North American, Inc.
05/31/12	ELK	0.10	Email exchange with Jason Gobeyn re: ordinary course defense asserted by Nevada North American, Inc.
06/04/12	ELK	0.40	Discussion with Jason Gobeyn re: Nevada North



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			American, Inc. ordinary course defense.
06/05/12	ELK	0.30	Calls from/to counsel for Nevada North American, Inc. re: Jason Gobeyn's expected testimony.
06/11/12	ELK	0.80	Draft motion to set trial and grant leave to issue discovery in Nevada North American, Inc. adversary (.7); draft proposed order (.1).
06/15/12	ELK	0.30	Received and reviewed answer to complaint against Lewellen & Best Displays, Inc.
06/15/12	ELK	0.40	Email to Barney Natale re: answer to complaint filed by Lewellen and Best Displays, Inc.
06/20/12	ELK	0.20	Emails to/from opposing counsel re: draft scheduling order for Nevada North American, Inc. discovery/trial.
06/26/12	ELK	0.20	Received, reviewed, and replied to email from Jennifer Johnson re: oral discovery in Nevada North American, Inc. preference adversary.
06/26/12	ELK	0.10	Emails from/to Jennifer Johnson re: Nevada North American, Inc.'s intention to depose Jason Gobeyn.
07/02/12	ELK	0.20	Call from opposing counsel re: scheduling Jason Gobeyn deposition in Nevada North American, Inc. case.
07/09/12	ELK	0.20	Received, reviewed and responded to email from counsel for Nevada North American, Inc. re: depositions of Jason and Michelle Gobeyn.
07/10/12	ELK	1.40	Work on drafting discovery requests to be served upon Nevada North American, Inc.
07/11/12	ELK	0.30	Slightly revise discovery requests to be issued to Nevada North American, Inc.
07/20/12	ELK	0.60	Draft response to document production request served by Nevada North American, Inc. (.4); email to Trustee re: same (.2).
07/25/12	ELK	0.30	Prepared discovery responses to be issued in Nevada North American, Inc. case.
07/25/12	ELK	0.10	Email to opposing counsel re: discovery responses in



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			Nevada North American, Inc. case.
08/08/12	ELK	0.10	Received, reviewed, and responded to email from counsel for Nevada North American, Inc. re: appearance for deposition.
08/09/12	ELK	5.00	Attended depositions of Jason Gobeyn and Michelle Gobeyn for Nevada North American, Inc. preference proceeding.
08/15/12	ELK	0.50	Received voicemail from Jennifer Johnson re: contact with RothMelei concerning Nevada North American, Inc. case (.1); call to RothMelei re: turnover of replevin file (.1); email to RothMelei re: same (.3).
08/17/12	ELK	0.10	Email to Robert Roth re: turnover of replevin file.
08/21/12	ELK	0.20	Email to Debtor's counsel re: Jason Gobeyn's availability for trial against Nevada North American, Inc.; received and reviewed response from Jason Gobeyn.
08/22/12	ELK	2.40	Drafted discovery requests in Lewellen & Best Displays, Inc. adversary proceeding.
08/22/12	ELK	0.30	Attended telephonic hearing on status of Lewellen & Best Displays, Inc. adversary.
08/27/12	ELK	0.40	Drafted update to Trustee re: strategy for Nevada North American, Inc. trial and outcome of depositions of Jason and Michelle Gobeyn.
08/27/12	ELK	0.10	Discussion with Trustee re: filing motion for turnover of Robert Roth's file on Debtor.
08/29/12	ELK	0.30	Discussion with Robert Roth re: Nevada North American, Inc. replevin action (.1); reviewed RothMelei invoices to determine if any work related to Nevada North American, Inc. was billed (.2).
09/09/12	ELK	0.30	Email to Craig Goode with background of Nevada North American, Inc. preference case in preparation for status hearing.
09/09/12	CAG	0.10	Email from E. Kryska re telephonic hearing; Review docket and prepare for hearing



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09/10/12	CAG	0.50	Review file, docket, prepare for 9/10 telephonic hearing
09/10/12	CAG	0.70	Attend pre trial status hearing on Nevada North American Inc. preference matter telephonically
09/11/12	ELK	0.20	Email to Roth Melei re: turnover of Nevada North American, Inc. related files.
09/12/12	ELK	0.10	Email to Trustee re: discovery requests issued by Lewellen and Best Displays, Inc.
09/25/12	CAG	2.40	Review file and docket, case history, information re Roth Melei law firm [.3]; Prepare and draft motion for turnover of legal records, notice, draft order [2.0]; Forward for service and ECF filing of same [.1]
09/28/12	ELK	0.10	Email to Trustee re: Lewellen and Best discovery extension.
10/01/12	ELK	4.20	Appeared before Judge Barbosa to present motion for turnover of files directed at Roth Melei; motion granted.
10/02/12	ELK	0.10	Email to Robert Roth re: turnover of all Debtor related files.
10/08/12	ELK	0.10	Call to Jennifer Johnson to discuss stipulations for Nevada North American, Inc. trial.
10/08/12	ELK	0.10	Call to counsel for Lewellen and Best re: outstanding discovery.
10/09/12	ELK	0.20	Calls to Jennifer Johnson and Robert Roth re: Nevada North American, Inc. trial.
10/09/12	ELK	0.10	Call to Tom Christensen re: upcoming status hearing in Lewellen and Best adversary.
10/10/12	ELK	0.30	Telephonic court appearance re: status of Lewellen and Best adversary.
10/15/12	ELK	1.70	Review d/c.
10/16/12	ELK	1.40	Continued reviewed of RothMelei documents in order to determine whether any documents could be used in Nevada North American, Inc. trial.



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10/17/12	ELK	3.00	Further review of documents produced by RothMelei for any documents pertaining to Nevada North American, Inc.
10/17/12	ELK	0.50	Discussion with counsel for Nevada North American, Inc. re: stipulation and settlement of preference case (.2); substantive email to Trustee re: revised ordinary course analysis based on new evidence (.3).
10/17/12	ELK	1.70	Work on responding to interrogatories and documents production requests from Lewellen and Best.
10/17/12	ELK	0.90	Drafted email to Nevada North American, Inc. counsel re: document review and new analysis of ordinary course defense.
10/23/12	ELK	4.20	Work on reviewing documents and answering interrogatories in Lewellen and Best adversary.
10/24/12	ELK	2.00	Additional reviewed of RothMelei documents to ensure that no further relevant documents exist with respect to Nevada North American, Inc.
10/25/12	ELK	0.20	Email to counsel for Nevada North American, Inc. re: stipulation for trial.
10/25/12	ELK	0.60	Drafted joint stipulation of facts for Nevada North American, Inc. trial.
10/26/12	ELK	1.60	Work on drafting answers to Lewellen and Best document requests (1.1); revised answers to interrogatories (.4); email to Trustee re: same (.2).
10/26/12	ELK	0.90	Work on preparing questions for Jason Gobeyn re: Nevada North American, Inc. trial.
10/29/12	ELK	0.50	Received and reviewed email from Nevada North American, Inc. counsel re: stipulated exhibits (.2); email to Trustee re: stipulation for Trustee's case in chief (.1); email to opposing counsel re: same (.2).
10/29/12	ELK	0.30	Reviewed payment report forwarded by Nevada North American, Inc. counsel in preparation for trial (.2); email to Trustee re: same (.1).



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10/30/12	ELK	0.10	Email to Nevada North American, Inc. counsel re: extension of time to exchange exhibits.
10/30/12	ELK	0.40	Email to Trustee re: stipulation and stipulated exhibits with Nevada North American, Inc.
10/30/12	ELK	0.10	Coordinate call with Jason Gobeyn re: testimony in Nevada North American, Inc. trial.
10/30/12	ELK	0.10	Reviewed email from Trustee re: stipulation with Nevada North American, Inc.
10/30/12	ELK	0.40	Further email exchange with counsel for Nevada North American, Inc. re: content of stipulation.
10/30/12	ELK	1.40	Emails from/to Jennifer Johnson re: extension of time to exchange witness/exhibit lists for Nevada North American, Inc. case (.4); research on ordinary course defense with respect to post-transfer correspondence bearing on debtor's financial condition at time of transfer (1.0).
10/31/12	ELK	0.20	Email to Nevada North American, Inc. counsel re: revisions to stipulation.
10/31/12	ELK	6.00	Trial prep.
10/31/12	WSH	1.10	Reviewed and revised proposed stipulations for evidentiary hearing in Nevada North American matter.
10/31/12	WSH	0.80	Conferences with E. Kryska regarding issues with proposed stipulations and potential ramifications thereof in Nevada North American matter.
11/01/12	ELK	0.40	Multiple emails with Jennifer Johnson re: stipulations and proposed exhibits for Nevada North American, Inc. trial.
11/01/12	WSH	0.80	Telephone conferences and electronic correspondence with J. Johnson regarding joint stipulation of facts and other pre-hearing issues.
11/01/12	WSH	0.70	Revised and finalized Joint Stipulation of Facts for Nevada North American matter.
11/01/12	ELK	0.60	Drafted witness and exhibits lists for Nevada North American, Inc. trial (.4); email to opposing counsel re:



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			same (.2)
11/01/12	ELK	2.30	Re-reviewed documents produced by Debtor's prior counsel in order to confirm that all relevant documents are included in exhibit list.
11/02/12	ELK	0.60	Revised exhibit list (.2); put exhibits together for submission to Judge Barbosa (.4).
11/05/12	ELK	0.10	Email to Jason Gobeyn re: call concerning Nevada North American, Inc. testimony.
11/05/12	ELK	0.60	Call with Jason Gobeyn re: testimony for Nevada North American, Inc. trial.
11/07/12	WSH	0.40	Attended telephonic status hearing in Natale v. Gobeyn and Natale v. L&B matters.
11/09/12	ELK	0.20	Emails to Jason Gobeyn re: testimony at Nevada North American, Inc. trial.
11/11/12	ELK	1.80	Prepared opening statement and outline for closing argument for Nevada North American, Inc. trial.
11/12/12	ELK	7.20	Prepared exhibits and reviewed documents and direct/cross-examination questions in preparation for trial.
11/13/12	ELK	8.00	Prepare for and attend trial in Nevada North American, Inc. case.
11/13/12	WSH	8.00	Prepared for and attended hearing on preferential transfer recovery in Nevada North American matter.
11/14/12	ELK	0.30	Report to Trustee re: outcome of Nevada North American, Inc. trial.
11/19/12	ELK	0.20	Emails to/from Jason Gobeyn re: trial testimony.
12/07/12	ELK	0.20	Emails to/from opposing counsel in Lewellen and Best case re: answering discovery requests.
12/11/12	ELK	0.10	Email from counsel to Lewellen and Best re: production of documents.
12/12/12	ELK	0.50	Discussion with Bill Hackney re: ruling in Nevada North American, Inc. case (.2); email to Barney Natale re: same (.2); call to opposing counsel re: payment of judgment



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			(.1).
12/12/12	WSH	0.70	Attended telephonic hearing on Judge Barbosa's ruling on the Nevada North American matter.
12/21/12	ELK	0.10	Email to Nevada North American, Inc. counsel re: payment of judgment.
12/21/12	ELK	0.10	Call to Lewellen & Best counsel re: answers to discovery.
01/03/13	ELK	0.50	Drafted citation to discover assets for Nevada North American matter.
01/03/13	ELK	0.20	Calls from/to attorney for Nevada North American, Inc. re: payment of judgment.
01/08/13	ELK	0.30	Received / reviewed email from counsel for Nevada North American Inc. re: payment of adversary judgment (.1); email to Trustee re: same (.2).
01/16/13	ELK	0.70	Reviewed email from Trustee concerning Nevada North American, Inc. settlement proposal (.1); email to Trustee re: recommended response (.2); reviewed current post-judgment interest rate (.1); email to counsel for Nevada North American, Inc. re: installment payments (.3).
01/17/13	ELK	0.20	Reviewed counter-offer from Nevada North American, Inc. re: paying judgment in installments (.1); discussion with opposing counsel re: same (.1).
01/21/13	ELK	0.10	Call from Jennifer Johnson to discuss payment of Nevada North American, Inc. judgment.
01/21/13	ELK	0.10	Received/reviewed email from Trustee re: no wire transfers from Nevada North American, Inc.
01/21/13	ELK	0.40	Email to Trustee re: payment of Nevada North American, Inc. judgment.
01/24/13	ELK	0.10	Call to counsel for Nevada North American, Inc. re: payment of judgment.
01/25/13	ELK	0.20	Calls from/to counsel for Nevada North American, Inc. re: judgment payments.
01/25/13	ELK	0.70	Begin drafting motion to compel Lewellen and Best to



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			respond to discovery.
01/25/13	ELK	1.00	Long email to Jennifer Johnson re: Nevada North American terms of installment payments.
01/29/13	ELK	0.20	Email exchanges with counsel for Nevada North American, Inc. to confirm agreement as to payment of judgment.
01/29/13	ELK	0.20	Instructions to Craig Goode re: court appearance on citation to discover assets against Nevada North American, Inc.
01/30/13	CAG	0.30	Review summary email and online docket, accompanying pleadings in preparation for telephonic hearing; Prepare notes for hearing
01/30/13	CAG	0.40	Attend telephonic hearing on citation status; Inform court of pending settlement and continue citation to mid July
02/06/13	ELK	0.10	Email to Trustee to confirm that he received first Nevada North American, Inc. judgment payment.
02/20/13	ELK	2.00	Drafted motion to compel Lewellen & Best Displays, Inc. to answer discovery requests (1.5); drafted proposed order re: same (.4); call to opposing counsel to discuss answers to discovery (.1).
02/20/13	ELK	2.10	Reviewed documents produced by Lewellen & Best.
02/27/13	CAG	1.30	Prepare for hearings on Lewellen motion to compel, Modo motion to approve compromise, Gobeyn status (review files, dockets, motions, draft outline and prepare for telephonic hearing)
02/27/13	CAG	1.60	Attend telephonic hearing on motion to approve compromise, motion to compel, status on Lewellen adversary, status on Gobeyn adversary
03/08/13	ELK	0.10	Email to Trustee to confirm that estate received second judgment payment from Nevada North American, Inc.
03/13/13	ELK	0.20	Email to Lewellen & Best counsel re: discovery plan.
03/18/13	ELK	0.10	Email to Lewellen and Best counsel re: drafting discovery plan.



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Tax I.D. No. 36-4189382
Please provide invoice number on remittance check

BILLING ATTORNEY: WSH
INVOICE NUMBER: 453541
DATE: 11/05/2014
CLIENT NUMBER: 06494-000
MATTER NUMBER: 3010181

<u>DATE</u>	<u>INITIALS</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
03/19/13	ELK	0.70	Reviewed status of discovery to determine which parties need to be deposed and outline discovery plan (.4); discussion with Lewellen and Best counsel re: same per Court's directive to conduct discovery conference (.3).
03/23/13	ELK	0.80	Work on drafting questions re: Howard Best deposition.
03/30/13	ELK	0.40	Complete drafting discovery plan for L&B case.
03/30/13	ELK	1.10	Work on supplemental discovery requests to Lewellen and Best.
04/03/13	ELK	0.40	Attend telephonic court appearance on status of discovery in Lewellen and Best case.
04/18/13	ELK	0.80	Drafted initial disclosures for Lewellen and Best case.
04/20/13	ELK	2.70	Continued working on supplemental Lewellen & Best discovery requests (.8); work on preparation of deposition questions for Howard Best (1.9).
04/29/13	ELK	0.10	Received and reviewed Lewellen & Best's initial disclosures.
04/30/13	ELK	0.30	Reviewed statement filed by Lewellen & Best re: whether adversary is a core proceeding.
05/31/13	ELK	0.60	Drafted motion and proposed order re: extension of deadline in Lewellen & Best case for completion of fact discovery.
06/12/13	ELK	0.30	Telephonic hearing on motion for extension of fact discover in Lewellen and Best case; motion granted.
06/14/13	ELK	3.20	Working on additional interrogatories. (L&B)
06/22/13	ELK	1.40	Work on deposition questions for Dorn/Best (Lewellen and Best case).
06/26/13	ELK	0.20	Calls from/to counsel for Nevada North American Inc. re: full payment of judgment.
07/11/13	ELK	0.20	Emails from/to Nevada North American counsel re: payment of judgment.
07/15/13	CAG	1.30	Review case docket, prepare for hearing. [.3]; Telephonic attendance, status hearing on continued citation in 11 ap



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<u>DATE</u>	<u>INITIALS</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
			96101. Citation dismissed after payment received from defendant. [.7]; Draft order and submit [.3]
07/17/13	WSH	0.80	Telephone conferences with T. Christensen regarding status of settlement and trustee's appetite for same.
07/24/13	ELK	0.20	Discussion with Bill Hackney and Barney Natale re: possibility of settlement with Lewellen & Best Displays.
07/25/13	WSH	0.50	Telephone conference and electronic correspondence with T. Christensen regarding status of complaint against L&B and potential resolution of case.
07/28/13	ELK	0.40	Email to Meghan Bolte re: background for Natale v. Gobeyn status hearing.
08/07/13	ELK	0.20	Email to Lewellen and Best counsel re: depositions.
08/14/13	ELK	2.90	Work on Howard Best examination questions.
08/15/13	ELK	0.60	Drafted subpoena for deposition of Lewellen and Best president, Howard Best (.4); email to opposing counsel re: same (.2).
08/21/13	ELK	1.40	Status hearing on Lewellen & Best case.
09/06/13	ELK	0.20	Email to Lewellen and Best counsel re: Howard Best deposition.
09/06/13	ELK	0.10	Emails from/to Lewellen and Best counsel re: rescheduling Howard Best deposition.
09/09/13	WSH	0.50	Telephone conferences with T. Christensen regarding potential settlement of L&B matter.
09/12/13	ELK	0.10	Email to Lewellen and Best counsel re: deposition dates for Howard Best.
09/13/13	ELK	0.20	Emails with Lewellen and Best counsel re: Howard Best deposition.
09/22/13	ELK	5.00	Reviewed documents obtained from debtor's pre-petition attorneys in preparation for deposition of Howard Best.
09/23/13	ELK	0.20	Discussion with Lewellen and Best counsel re: dispositive motions and deposition of Howard Best.



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<u>DATE</u>	<u>INITIALS</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
09/23/13	ELK	0.80	Work on examination of Howard Best in preparation for deposition.
10/07/13	ELK	3.80	Prepared for and conducted deposition of Howard Best Reviewed file;
10/28/13	WSH	1.20	Reviewed and analyzed deposition transcript of H. Best.
10/29/13	WSH	2.10	Reviewed and analyzed dep transcript of H. Best in preparation for dep of J. Gobeyn.
10/30/13	WSH	2.30	Prepared for deposition of J. Gobeyn.
10/30/13	WSH	6.20	Travel to and from and attend deposition of J. Gobeyn.
11/04/13	WSH	0.60	Attended telephonic hearing on status of adversaries against L&B and the Gobeyns.
11/04/13	WSH	0.70	Telephone conference with T. Christensen regarding status hearing, potential resolution of case and possibility of mediation.
12/06/13	WSH	0.80	Electronic correspondence with T. Christensen regarding potential mediation dates and conference with Judges regarding same.
12/06/13	WSH	1.20	Telephone conferenecs with Judge Mahoney's clerk and Judge Lynch's clerk regarding scheduling potential mediation.
12/09/13	WSH	0.80	Telephone conferences with T. Christensen and judges' clerk regarding scheduling mediation in L&B matter.
02/21/14	WSH	0.50	Telephone conference with J. Mahoney's clerk regarding scheduling mediation for L&B matter.
02/21/14	WSH	0.50	Electronic correspondence with B. Natale and D. Bennett regarding scheduling mediation on L&B matter.
02/22/14	WSH	0.50	Electronic correspondence with T. Christensen regarding upcoming status hearing.
02/24/14	WSH	0.90	Telephone conferences with M. Kuczinski regarding next status hearing and availability of Judge Mahoney for mediation.



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<u>DATE</u>	<u>INITIALS</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
02/24/14	WSH	1.20	Electronic correspondence with T. Christensen, B. Natale, and D. Bennett regarding availability for mediation with Judge Mahoney.
02/26/14	WSH	0.40	Telephone conferences with T. Christensen regarding mediation date availability and continued status generally.
03/03/14	WSH	1.10	Telephone conferences and electronic correspondence with Judge Mahoney's clerk, Judge Lynch's clerk, D. Bennett and T. Christensen regarding re-scheduling of mediation.
03/17/14	WSH	1.10	Attended status hearing on L&B adversary to set up additional mediation possibilities.
05/12/14	WSH	3.40	Drafted Mediation Statement in advance of mediation.
05/19/14	WSH	5.20	Prepare for and attended mediation on L&B adversary.
06/02/14	WSH	0.60	Telephone conference with T. Christensen regarding acceptance of settlement proposal.
06/30/14	WSH	2.30	Drafted settlement agreement, including consent to judgment provision and consent to judgment document.
07/02/14	JTM	0.40	Reviewed and analyzed pleadings, prior correspondence, docket reports, our Adversary Complaint against L&B and their answer to the same, the settlement agreement, and other file materials in preparation for drafting our Notice of Motion and Motion for Authorization to Compromise Controversy between the Trustee and L&B
07/02/14	JTM	3.20	Drafted our formal Notice of Motion and Motion for Authorization to Compromise Controversy between the Trustee and L&B
07/10/14	WSH	0.90	Revised Settlement Agreement for inclusion as exhibit to Motion to Compromise.
07/10/14	WSH	0.60	Revised Motion to Compromise for filing.
07/28/14	WSH	6.50	Attended hearing on motion to compromise controversy with L&B.



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279.90 TOTAL HOURS

TOTAL PROFESSIONAL SERVICES \$68,970.00

SUMMARY OF PROFESSIONAL SERVICES

<u>TIMEKEEPER</u>	<u>INITIALS</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
WILLIAM HACKNEY	WSH	56.20	270.00	15,174.00
JEFFREY M GLASS	JMG	3.60	260.00	936.00
EAN L. KRYSKA	ELK	207.90	240.00	49,896.00
CRAIG GOODE	CAG	8.60	240.00	2,064.00
JASON T. MAYER	JTM	3.60	250.00	900.00
		279.90		<u>\$68,970.00</u>

INVOICE TOTAL \$68,970.00



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REMITTANCE ADVICE

MAIL PAYMENTS TO: SMITHAMUNDSEN LLC
150 N. MICHIGAN AVENUE
SUITE 3300
CHICAGO, IL 60601

TO INSURE PROPER CREDIT, PLEASE COMPLETE AND RETURN THIS ADVICE.

CLIENT NUMBER - 06494-000 FILE NUMBER - 3010181

RE: In re MODO Exhibits, Inc.

ADJUSTER	n/a
CLAIM NO.	n/a
COURT NO.	n/a
DATE OF LOSS	n/a
INSURED	n/a
COUNTY	n/a
REPRESENT	Bernard J. Natale

Natale, Bernard J.
Bernard J. Natale, Ltd.
6833 Stalter Drive
Suite 201
Rockford, IL 61108

<u>INVOICE NUMBER</u>	<u>DATE</u>	<u>AMOUNT</u>
453541	November 5, 2014	\$68,970.00

YOUR CHECK NO. _____ DATE _____ AMOUNT \$ _____

PAYMENT DUE UPON RECEIPT

EXHIBIT D



SmithAmundsen

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November 5, 2014

TO: Natale, Bernard J.
Bernard J. Natale, Ltd.
6833 Stalter Drive
Suite 201
Rockford, IL 61108

For Legal Services Rendered in Connection with:

CLIENT NUMBER- 06494-000

MATTER NUMBER- 3010181

RE: In re MODO Exhibits, Inc.

ADJUSTER	n/a
CLAIM NO.	n/a
COURT NO.	n/a
DATE OF LOSS	n/a
INSURED	n/a
COUNTY	n/a
REPRESENT	Bernard J. Natale

Enclosed is our statement for services rendered through November 5, 2014. Please return the remittance advice with your payment for proper application to your account.

Very truly yours

SmithAmundsen LLC

Billing Department



SmithAmundsen

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Natale, Bernard J.
Bernard J. Natale, Ltd.
6833 Stalter Drive
Suite 201
Rockford, IL 61108

BILLING ATTORNEY: WSH
INVOICE NUMBER: 453542
DATE: November 5, 2014

CLIENT NUMBER - 06494-000

MATTER NUMBER - 3010181

FOR PROFESSIONAL SERVICES RENDERED THROUGH November 5, 2014:

RE: In re MODO Exhibits, Inc.

ADJUSTER	n/a
CLAIM NO.	n/a
COURT NO.	n/a
DATE OF LOSS	n/a
INSURED	n/a
COUNTY	n/a
REPRESENT	Bernard J. Natale

COSTS ADVANCED

<u>DATE</u>	<u>DESCRIPTION</u>	<u>RATE</u>	<u>QTY</u>	<u>AMOUNT</u>
11/09/11	Lexis Research	19.37	1.00	19.37
11/15/11	Pacer fee for transaction conducted through Web from 10/1/2011 to 12/31/2011	43.68	1.00	43.68
11/30/11	Black and White Reproductions 6577 Pages	0.15	6,577.00	986.55
11/30/11	Black and White Reproductions 3448 Pages	0.15	3,448.00	517.20



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DATE: 11/05/2014
CLIENT NUMBER: 06494-000
MATTER NUMBER: 3010181

<u>DATE</u>	<u>DESCRIPTION</u>	<u>RATE</u>	<u>QTY</u>	<u>AMOUNT</u>
11/30/11	Black and White Reproductions 1 Pages	0.15	1.00	0.15
11/30/11	Postage	4.80	126.00	604.80
11/30/11	Postage	5.80	20.00	116.00
12/07/11	Federal Express to Mr. Bernard J. Natale with the Law Office of Bernard J.N.	9.51	1.00	9.51
12/29/11	Lexis Research	7.03	1.00	7.03
12/30/11	Lexis Research	0.44	1.00	0.44
01/11/12	Lexis Research	0.74	1.00	0.74
03/05/12	Travel Expense 180.00 Miles @ Rate .555. Court Appearance on Natale v. Nevada North American, Inc. adversary proceeding	0.56	180.00	99.90
03/05/12	Federal Express to Thomas A. Christensen with Juck Bouma PC	8.09	1.00	8.09
03/12/12	Travel Expense 180.00 Miles @ Rate .555. Court Appearance for argument on Lewellyn and Best administrative claim.	0.56	180.00	99.90
03/31/12	Pacer fee for transaction conducted through Web	20.08	1.00	20.08
04/30/12	Travel Expense 180.00 Miles @ Rate .555. Court Appearance for ruling on Lewellyn and Best administrative claim.	0.56	180.00	99.90
05/11/12	Miscellaneous COURTS/USBC-IL-I 000 CHICAGO IL; E-filed documents	293.00	1.00	293.00



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DATE: 11/05/2014
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MATTER NUMBER: 3010181

<u>DATE</u>	<u>DESCRIPTION</u>	<u>RATE</u>	<u>QTY</u>	<u>AMOUNT</u>
05/14/12	Travel Expense 180.00 Miles @ Rate .555. Court Appearance on Natale v. Gobeyn adversary proceeding	0.56	180.00	99.90
05/21/12	Travel Expense 180.00 Miles @ Rate .555. Court Appearance on Lewellyn and Best administrative claim motion	0.56	180.00	99.90
06/20/12	Travel Expense 180.00 Miles @ Rate .555. Court appearance in Rockford, IL for status on Lewellen and Best Displays, Inc. complaint	0.56	180.00	99.90
06/20/12	Tolls - Local Travel to/from Rockford, IL; Appearance in court to present motion for extension of discovery.	4.80	1.00	4.80
06/20/12	Parking - Local Parking in Chicago office upon return.; Appearance in court to present motion for extension of discovery.	30.00	1.00	30.00
06/29/12	Federal Express to Jennifer L. Johnson with Zanck Coen Wright & Saladin	8.31	1.00	8.31
06/30/12	Pacer fee for transaction conducted through Web	13.50	1.00	13.50
07/12/12	Federal Express to Jennifer L. Johnson with Zanck Coen & Wright PC	8.13	1.00	8.13
07/26/12	Federal Express to Jennifer Johnson with Zanck Coen & Wright	8.13	1.00	8.13
08/07/12	Black and White Reproductions 127 Pages	0.15	127.00	19.05
08/07/12	Black and White Reproductions 16 Pages	0.15	16.00	2.40



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<u>DATE</u>	<u>DESCRIPTION</u>	<u>RATE</u>	<u>QTY</u>	<u>AMOUNT</u>
08/09/12	Travel Expense 104.00 Miles @ Rate .555. Attend depositions of Jason and Michele Gobeyn	0.56	104.00	57.72
08/09/12	Tolls - Local Travel to Crystal Lake; Attend depositions of Jason and Michele Gobeyn	1.50	1.00	1.50
08/29/12	Miscellaneous COURTCALL *#51179 LOS ANGELES CA; Court call	30.00	1.00	30.00
09/18/12	Miscellaneous COURTCALL *#51477 LOS ANGELES CA; Court call appearance by telephone ELK	30.00	1.00	30.00
09/25/12	Federal Express to: Robert A. Roth	8.09	1.00	8.09
09/26/12	Court Reporter Fee for Jason and Michele Gobeyn RE: Deposition Transcript	194.80	1.00	194.80
09/30/12	Pacer fee for transaction conducted through Web	10.20	1.00	10.20
10/09/12	Pitney Bowes Imaging	187.83	1.00	187.83
10/11/12	Miscellaneous COURTCALL *#52077 LOS ANGELES CA Court call appearance for E. Kryska; Court call appearance for E. Kryska	30.00	1.00	30.00
11/02/12	Black and White Reproductions 814 Pages	0.15	814.00	122.10
11/02/12	Black and White Reproductions 10 Pages	0.15	10.00	1.50
11/02/12	Federal Express to: Jennifer L. Wright	12.78	1.00	12.78
11/02/12	Federal Express to: Hon. Judge Manuel Barbosa	14.80	1.00	14.80
11/08/12	Federal Express to: Thomas A. Christensen	12.84	1.00	12.84



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11/09/12	Miscellaneous COURTCALL *#52600 LOS ANGELES CA; Court Call app by Telephone	30.00	1.00	30.00
11/12/12	Black and White Reproductions 2 Pages	0.15	2.00	0.30
11/12/12	Black and White Reproductions 38 Pages	0.15	38.00	5.70
11/13/12	Meals luncheon with existing client - MODO - Receipt misplaced - during trial; luncheon with existing client - receipt misplaced - during trial	18.06	1.00	18.06
12/13/12	Miscellaneous COURTCALL *#53223 LOS ANGELES CA; Court appearance by telephone	30.00	1.00	30.00
12/31/12	Pacer Federal Court Research/Document Retrieval	2.70	1.00	2.70
12/31/12	Pacer Federal Court Research/Document Retrieval	68.20	1.00	68.20
01/04/13	Black and White Reproductions 15 Pages	0.15	15.00	2.25
01/04/13	Black and White Reproductions 1 Pages	0.15	1.00	0.15
02/07/13	Miscellaneous COURTCALL *#54080 LOS ANGELES CA; Appearance by phone per ELK	30.00	1.00	30.00
03/20/13	Federal Express to Vellanee D. Myers	16.10	1.00	16.10
04/11/13	Telecom/Communications COURTCALL *#55288 LOS ANGELES CA; Court appearance by phone	30.00	1.00	30.00
04/12/13	Federal Express to Bernard Natale	8.67	1.00	8.67



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MATTER NUMBER: 3010181

<u>DATE</u>	<u>DESCRIPTION</u>	<u>RATE</u>	<u>QTY</u>	<u>AMOUNT</u>
04/30/13	Pacer Federal Court Research/Document Retrieval	0.70	1.00	0.70
04/30/13	Pacer Federal Court Research/Document Retrieval	1.00	1.00	1.00
07/02/13	Miscellaneous COURTCALL *#56582 LOS ANGELES CA; Court app for ELK by phone	30.00	1.00	30.00
07/25/13	Miscellaneous COURTCALL *#57153 LOS ANGELES CA; Court app by phone	30.00	1.00	30.00
08/15/13	Federal Express, Corp. to Thomas A. Christensen with Huck Bouma PC.	9.45	1.00	9.45
08/30/13	Miscellaneous COURTCALL *#57846 LOS ANGELES CA; Telephone court appearance	44.00	1.00	44.00
09/30/13	Pacer Federal Court Research/Document Retrieval	1.40	1.00	1.40
09/30/13	Pacer Federal Court Research/Document Retrieval	3.90	1.00	3.90
10/07/13	Black and White Reproductions 137 Pages	0.15	137.00	20.55
10/07/13	Black and White Reproductions 937 Pages	0.15	937.00	140.55
10/07/13	Court Reporter Fee for Howard Best	195.00	1.00	195.00
10/07/13	Court Reporter Fee for original transcript of Howard Best	688.10	1.00	688.10
10/30/13	Court Reporter Fee for deposition of Jason Samuel Gobeyn	336.00	1.00	336.00



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<u>DATE</u>	<u>DESCRIPTION</u>	<u>RATE</u>	<u>QTY</u>	<u>AMOUNT</u>
10/31/13	Car Rental Fees - Local car rental for court appearance; Car rental for court appearance	66.12	1.00	66.12
11/13/13	Miscellaneous CCALL ID#5912467 LOS ANGELES CA; Court appearance by phone	30.00	1.00	30.00
12/31/13	Pacer Federal Court Research/Document Retrieval	20.10	1.00	20.10
03/19/14	Miscellaneous CCALL ID#6152086 LOS ANGELES CA; Court appearance by telephone	30.00	1.00	30.00
05/28/14	Federal Express, Roxane Neace to Thomas A. Christensen	8.89	1.00	8.89
06/16/14	Miscellaneous CCALL ID#6294217 LOS ANGELES CA; Court appearance by phone	30.00	1.00	30.00
06/19/14	Miscellaneous CCALL ID#6298994 LOS ANGELES CA; Court appearance by phone	37.00	1.00	37.00
07/11/14	Black and White Reproductions 3592 Pages	0.15	3,592.00	538.80
07/28/14	Parking - Local LAZ PARKING 600411 G CHICAGO IL; Parking for Court appearance in Rockford	32.00	1.00	32.00
08/08/14	Federal Express to Bernard Natale	9.88	1.00	9.88
08/27/14	Black and White Reproductions 2 Pages	0.15	2.00	0.30
09/02/14	Federal Express to Bernard J. Natale	7.49	1.00	7.49
09/30/14	Pacer Federal Court Research/Document Retrieval	2.20	1.00	2.20
TOTAL COSTS				<u>\$6,590.08</u>



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INVOICE NUMBER: 453542
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MATTER NUMBER: 3010181

INVOICE TOTAL

\$6,590.08



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REMITTANCE ADVICE

MAIL PAYMENTS TO: SMITHAMUNDSEN LLC
150 N. MICHIGAN AVENUE
SUITE 3300
CHICAGO, IL 60601

TO INSURE PROPER CREDIT, PLEASE COMPLETE AND RETURN THIS ADVICE.

CLIENT NUMBER - 06494-000 FILE NUMBER - 3010181

RE: In re MODO Exhibits, Inc.

ADJUSTER	n/a
CLAIM NO.	n/a
COURT NO.	n/a
DATE OF LOSS	n/a
INSURED	n/a
COUNTY	n/a
REPRESENT	Bernard J. Natale

Natale, Bernard J.
Bernard J. Natale, Ltd.
6833 Stalter Drive
Suite 201
Rockford, IL 61108

<u>INVOICE NUMBER</u>	<u>DATE</u>	<u>AMOUNT</u>
453542	November 5, 2014	\$6,590.08

YOUR CHECK NO. _____ DATE _____ AMOUNT \$ _____

PAYMENT DUE UPON RECEIPT